

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|                           |   |                        |
|---------------------------|---|------------------------|
| -----X                    | X |                        |
| In re                     | : |                        |
|                           | : |                        |
| PRC, LLC, <u>et al.</u> , | : |                        |
|                           | : | Chapter 11             |
|                           | : |                        |
| Debtors.                  | : | Case No. 08-10239 (MG) |
|                           | : |                        |
| 8151 Peters Road          | : | Jointly Administered   |
| Suite 4000                | : |                        |
| Plantation, FL 33324      | : |                        |
| EIN No. 592194806         | : |                        |
| -----X                    | X |                        |

**ORDER PURSUANT TO SECTIONS 105(a), 363(c), 345(b) AND 364(a) OF THE  
BANKRUPTCY CODE AUTHORIZING DEBTORS TO (I) CONTINUE TO USE  
EXISTING CASH MANAGEMENT SYSTEM, (II) TO MAINTAIN EXISTING  
BANK ACCOUNTS AND BUSINESS FORMS, AND (III) WAIVE  
REQUIREMENTS OF SECTION 345(b) OF THE BANKRUPTCY CODE**

Upon the motion, dated January 23, 2008 (the “Motion”)<sup>1</sup> of PRC, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), pursuant to sections 105(a), 363(c), 345(b) and 364(a) of title 11 of the United States Code (the “Bankruptcy Code”) for (A) authorization to continue to use their existing cash management system (the “Cash Management System”) and to maintain existing bank accounts (the “Bank Accounts”) and business forms (the “Business Forms”), and (B) a waiver of section 345(b) of the Bankruptcy Code, as more fully described in the Motion; and upon consideration of the Declaration of H. Philip Goodeve pursuant to Local Rule 1007-2; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested being a core proceeding

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the U.S. Trustee for the Southern District of New York (the “U.S. Trustee”), (ii) counsel for The Royal Bank of Scotland, plc, Administrative Agent and Collateral Agent for the Debtors’ prepetition first priority secured lenders and the Debtors’ proposed postpetition lenders, (iii) counsel for the Debtors’ prepetition second priority secured lenders, (iv) counsel for Advanced Contact Solutions, Inc., (v) the creditors holding up to the 20 largest unsecured claims against each Debtor’s estate, and (vi) counsel for the Debtors’ equity holders; and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors are authorized and empowered, pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System maintained by the Debtors before the commencement of these chapter 11 cases and under the terms of the Service Agreements (as defined below), and to collect, concentrate, and disburse cash in accordance with that Cash Management System; and it is further

ORDERED that the Debtors are authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts, including but not limited to the Bank Accounts with those banks (the “Banks”) listed on Exhibit A annexed hereto, in the names and

with the account numbers existing immediately prior to the commencement of their chapter 11 cases, (ii) deposit funds into and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated transfers and other debits, and (iii) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts; and it is further

ORDERED that all Banks with whom the Debtors maintain Bank Accounts are authorized to maintain, service, and administer the Bank Accounts and any other accounts opened postpetition in accordance with applicable non-bankruptcy law and in accordance with the service agreements and related documentation between the Debtors and their respective Banks (the “Service Agreements”), as the same may be amended from time to time, including by lifting any administrative or debit freeze placed on any of the Bank Accounts as a consequence of the filing of the petitions commencing these cases; and it is further

ORDERED that unless otherwise ordered by this Court, no Bank shall honor or pay any check issued or dated prior to the date of the commencement of the Debtors’ chapter 11 cases (the “Commencement Date”); *provided, however*, that any such Bank may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Commencement Date should be honored pursuant to an Order of this Court, and such Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein; and it is further

ORDERED that the Debtors are directed to maintain records of each and every transfer within the Cash Management System occurring postpetition to the same extent maintained by the Debtors prior to the Commencement Date, such that all postpetition transfers

and transactions shall be adequately and promptly documented in, and readily ascertainable from, the Debtors' books and records; and it is further

ORDERED that the Debtors' continued use of their Cash Management System shall be deemed to comply with section 345 of the Bankruptcy Code, and the Debtors are relieved from the obligations pursuant to section 345(b) of the Bankruptcy Code to obtain a bond from any entity for any of the other Bank Accounts; and it is further

ORDERED, that nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Account(s), as they may deem necessary and appropriate, and the Banks are authorized to honor the Debtors' requests to open or close, as the case may be, such Bank Accounts or additional bank accounts; and it is further

ORDERED that, pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary operation of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing; and it is further

ORDERED that the Debtors are authorized to use their existing Business Forms, including, check stock, *provided, however*, that within seven days after the Commencement Date the Debtors shall print "Debtor In Possession" and the chapter 11 case number under which these cases are being jointly administered on any new check stock; and it is further

ORDERED that the Debtors are authorized and shall (i) pay undisputed prepetition amounts outstanding as of the date hereof, if any, owed to their Banks as service charges for the maintenance of the Cash Management System and (ii) reimburse the Banks for any claims arising, or chargebacks of deposits made, before or after the Commencement Date in connection with customer checks or other deposits into the Bank Accounts that have been

dishonored or returned for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors are responsible therefor by operation of non-bankruptcy law or under the terms of the Service Agreements with the Banks; and it is further

ORDERED that within two business days of the entry of this order, the Debtors shall serve a copy of this order on the Banks; and it is further

ORDERED that notice of the Motion as provided herein and therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that the requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a separate memorandum of law in support of the Motion is waived.

Dated: **January 25, 2008**  
New York, New York

/s/Martin Glenn  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**Debtor's Bank Accounts**

| Debtor       | Bank Name       | Address   | Account Type   | Account Number |
|--------------|-----------------|---|--|----------------|
| PRC B2B, LLC | Bank of America | <p>111 Westminster Street<br/>Mail Stop: RI1-102-16-01<br/>Providence, RI 02903<br/>Attn: Dan Butler, Senior VP</p> <p>101 S. Tryon Street<br/>Charlotte, NC 28255<br/>Mail Code: NC1-002-28-15<br/>Attn: Linda P. Taylor</p> | Operating Account for Payroll (includes Direct Deposit, ADP Payroll Withholding Taxes, and Payroll checks) | 8981719166     |
| PRC, LLC     | Bank of America | <p>111 Westminster Street<br/>Mail Stop: RI1-102-16-01<br/>Providence, RI 02903<br/>Attn: Dan Butler, Senior VP</p> <p>101 S. Tryon Street<br/>Charlotte, NC 28255<br/>Mail Code: NC1-002-28-15<br/>Attn: Linda P. Taylor</p> | Sweep Investment Account: To be Closed.  | 3660630749     |
| PRC, LLC     | Bank of America | <p>111 Westminster Street<br/>Mail Stop: RI1-102-16-01<br/>Providence, RI 02903<br/>Attn: Dan Butler, Senior VP</p> <p>101 S. Tryon Street<br/>Charlotte, NC 28255<br/>Mail Code: NC1-002-28-15<br/>Attn: Linda P. Taylor</p> | Miscellaneous Manual Checks (approximately \$10,000/month for garnishments, etc.)                          | 3661087579     |

| Debtor                               | Bank Name                  | Address   | Account Type  | Account Number |
|--------------------------------------|----------------------------|---|---|----------------|
| PRC, LLC                             | Bank of America            | <p>111 Westminster Street<br/>Mail Stop: RI1-102-16-01<br/>Providence, RI 02903<br/>Attn: Dan Butler, Senior VP</p> <p>101 S. Tryon Street<br/>Charlotte, NC 28255<br/>Mail Code: NC1-002-28-15<br/>Attn: Linda P. Taylor</p> | Payroll: Direct<br>Deposit/ADP Payroll<br>Withholding Taxes | 3660630794     |
| PRC, LLC                             | Bank of America            | <p>111 Westminster Street<br/>Mail Stop: RI1-102-16-01<br/>Providence, RI 02903<br/>Attn: Dan Butler, Senior VP</p> <p>101 S. Tryon Street<br/>Charlotte, NC 28255<br/>Mail Code: NC1-002-28-15<br/>Attn: Linda P. Taylor</p> | Payroll: Checks   | 3660630781     |
| Access Direct<br>Telemarketing, Inc. | Bank of New<br>York Mellon | <p>One Wall Street, 22nd Floor<br/>New York, NY 10286<br/>Attn: Brian Stern</p> <p>101 Barclay Street,<br/>19th Floor West<br/>New York, NY 10286<br/>Attn: Ingrid King, Associate VP</p>                                     | Lock Box  | 8900471123     |



| Debtor                               | Bank Name                  | Address   | Account Type                | Account Number |
|--------------------------------------|----------------------------|---|-----------------------------|----------------|
| Access Direct<br>Telemarketing, Inc. | Bank of New<br>York Mellon | One Wall Street, 22nd Floor<br>New York, NY 10286<br>Attn: Brian Stern<br><br>101 Barclay Street,<br>19th Floor West<br>New York, NY 10286<br>Attn: Ingrid King, Associate VP | Controlled<br>Disbursements | 0098126643     |
| PRC B2B, LLC                         | Bank of New<br>York Mellon | One Wall Street, 22nd Floor<br>New York, NY 10286<br>Attn: Brian Stern<br><br>101 Barclay Street,<br>19th Floor West<br>New York, NY 10286<br>Attn: Ingrid King, Associate VP | Lock Box                    | 8900477784     |
| PRC B2B, LLC                         | Bank of New<br>York Mellon | One Wall Street, 22nd Floor<br>New York, NY 10286<br>Attn: Brian Stern<br><br>101 Barclay Street,<br>19th Floor West<br>New York, NY 10286<br>Attn: Ingrid King, Associate VP | Controlled<br>Disbursements | 0098127674     |

| Debtor   | Bank Name               | Address   | Account Type   | Account Number |
|----------|-------------------------|---|--|----------------|
| PRC, LLC | Bank of New York Mellon | One Wall Street, 22nd Floor<br>New York, NY 10286<br>Attn: Brian Stern<br><br>101 Barclay Street,<br>19th Floor West<br>New York, NY 10286<br>Attn: Ingrid King, Associate VP | Lock Box   | 8900425288     |
| PRC, LLC | Bank of New York Mellon | One Wall Street, 22nd Floor<br>New York, NY 10286<br>Attn: Brian Stern<br><br>101 Barclay Street,<br>19th Floor West<br>New York, NY 10286<br>Attn: Ingrid King, Associate VP | Controlled Disbursements                                       | 0098126228     |
| PRC, LLC | Bank of New York Mellon | 101 Barclay Street,<br>8th Floor West<br>New York, NY 10286<br>Attn: Steve Giurlando<br>Matthew Louis   | Withholding Tax Corporate Trust and Escrow Account             | 399407         |
| PRC, LLC | Bank of New York Mellon | 101 Barclay Street,<br>8th Floor West<br>New York, NY 10286<br>Attn: Steve Giurlando<br>Matthew Louis   | Sales, Use and Excise Taxes Corporate Trust and Escrow Account | 399406         |

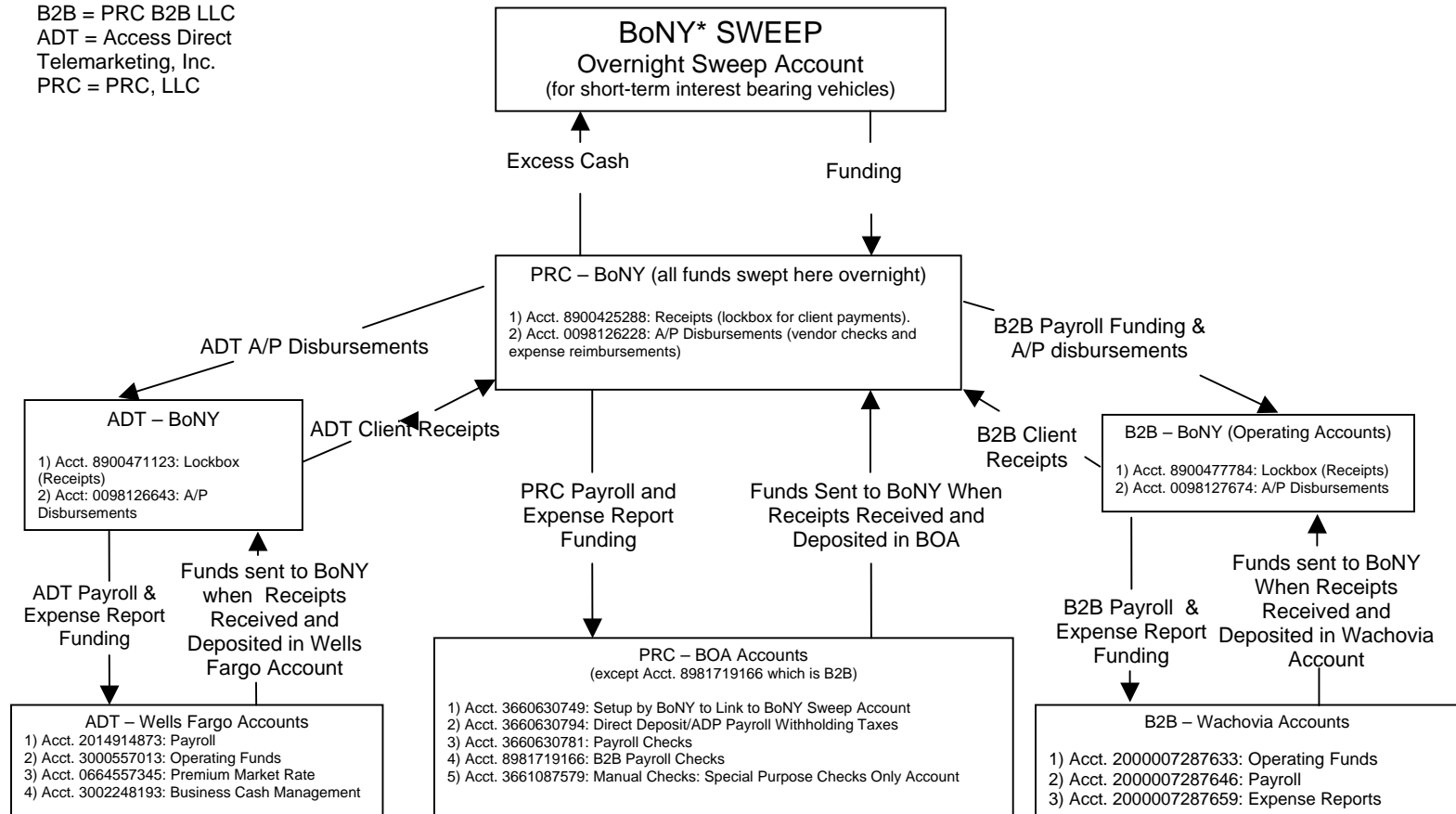
| Debtor       | Bank Name               | Address  | Account Type   | Account Number |
|--------------|-------------------------|--|--|----------------|
| PRC, LLC     | Bank of New York Mellon | 101 Barclay Street,<br>8th Floor West<br>New York, NY 10286<br>Attn: Steve Giurlando<br>Matthew Louis  | Employee Benefits<br>Corporate Trust and<br>Escrow Account | 399408         |
| PRC B2B, LLC | Wachovia Bank           | 503 East Altamonte Drive<br>Altamonte Springs, FL 32701<br>Attn: Jennifer Ford<br><br>800 North Magnolia Avenue<br>Orlando, FL 32803<br>Attn: Marilinda Martinez | Operating Account  | 2000007287633  |
| PRC B2B, LLC | Wachovia Bank           | 503 East Altamonte Drive<br>Altamonte Springs, FL 32701<br>Attn: Jennifer Ford<br><br>800 North Magnolia Avenue<br>Orlando, FL 32803<br>Attn: Marilinda Martinez | Payroll Account  | 2000007287646  |
| PRC B2B, LLC | Wachovia Bank           | 503 East Altamonte Drive<br>Altamonte Springs, FL 32701<br>Attn: Jennifer Ford<br><br>800 North Magnolia Avenue<br>Orlando, FL 32803<br>Attn: Marilinda Martinez | Cafeteria 125 Account                                      | 2000007287659  |

| <b>Debtor</b>                        | <b>Bank Name</b> | <b>Address</b>  | <b>Account Type</b>                     | <b>Account Number</b> |
|--------------------------------------|------------------|---|---|-----------------------|
| Access Direct<br>Telemarketing, Inc. | Wells Fargo      | 101 Third Avenue SW<br>Cedar Rapids, IA 52404<br>Attn: Spencer Kennedy, Associate VP<br>Eileen Mork | Payroll Account                         | 2014914873            |
| Access Direct<br>Telemarketing, Inc. | Wells Fargo      | 101 Third Avenue SW<br>Cedar Rapids, IA 52404<br>Attn: Spencer Kennedy, Associate VP<br>Eileen Mork | Employee Expense<br>Reports             | 3000557013            |
| Access Direct<br>Telemarketing, Inc. | Wells Fargo      | 101 Third Avenue SW<br>Cedar Rapids, IA 52404<br>Attn: Spencer Kennedy, Associate VP<br>Eileen Mork | Business Premium<br>Market Rate Account | 0664557345            |
| Access Direct<br>Telemarketing, Inc. | Wells Fargo      | 101 Third Avenue SW<br>Cedar Rapids, IA 52404<br>Attn: Spencer Kennedy, Associate VP<br>Eileen Mork | Business Cash<br>Management Account     | 3002248193            |

## EXHIBIT B

### Graphic Representation of Debtor's Cash Management System

BoNY = Bank of New York Mellon  
 BOA = Bank of America  
 B2B = PRC B2B LLC  
 ADT = Access Direct  
 Telemarketing, Inc.  
 PRC = PRC, LLC



\*All accounts with BoNY are zero balance accounts.